



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____

HOSPITAL DEVELOPMENT FUND

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,

by virtue of the authority vested in me, do hereby certify and declare _____

HOSPITAL DEVELOPMENT FUND

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri;

that the address of its initial Registered Office in Missouri is _____

6601 Rockhill Rd., Kansas City, MO

and that its period of existence is _____ perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 31st day of January, 1974

James C. Kirkpatrick
Secretary of State

HOSPITAL DEVELOPMENT FUND

RECEIVED OF: _____

Ten dollars & 00/100-----

Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

NP 14830

No.

Dorothy Miller
Deputy Collector of Revenue

HOSPITAL DEVELOPMENT FUND
ARTICLES OF INCORPORATION

(Under The General Not For Profit Corporation Act)

TO: THE SECRETARY OF STATE, Jefferson City, Missouri:

We, the undersigned, Alvin C. Singer, 10900 Virginia, Kansas City, Missouri, Wayne F. Caskey, Jr., 1003 Romany Road, Kansas City, Missouri, and C. Harold Mann, 4525 Blue Ridge Boulevard, Kansas City, Missouri, being natural persons of the age of twenty-one (21) years or more and citizens of the United States, for the purpose of forming a corporation under "The General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I. Name

The name of the corporation is "HOSPITAL DEVELOPMENT FUND".

ARTICLE II. Duration

The period of duration of the corporation is perpetual.

ARTICLE III. Location

The address of its initial registered office in the State of Missouri is 6601 Rockhill Road, Kansas City, Jackson County, Missouri, and the name of its initial registered agent at such address is Hamilton V. Reid, but it may maintain offices and places of business in other places in and out of the State of Missouri.

ARTICLE IV. Directors and Trustees

The directors of the corporation shall be called Trustees and the first Board of Trustees of the Corporation shall be six in number and their names and addresses are as follows and they shall hold office until the first annual election of the Board of Trustees or as otherwise provided in the By-Laws subsequently adopted by said Board of Trustees:

<u>Name</u>	<u>Street</u>	<u>City</u>	<u>State</u>
Alvin C. Singer	10900 Virginia	Kansas City	Missouri
Carl F. Willard	634 W. 66th Terr.	Kansas City	Missouri
Alfred J. Blasco	11705 Central	Kansas City	Missouri

<u>Name</u>	<u>Street</u>	<u>City</u>	<u>State</u>
Dick H. Underwood	9828 Belinder	Shawnee Mission	Kansas
Irving H. Clark	2811 Blue Ridge Ext.	Independence	Missouri
William D. Hawn	Oak Hall, Apt. 814, 4550 Warwick	Kansas City	Missouri

The number of Trustees of the corporation shall be determined as set out in the By-Laws hereafter adopted and as amended from time to time.

ARTICLE V. Objects and Purposes

The objects and purposes for which this corporation is organized are:

- (a) To create and operate a fund for the benefit of Baptist Memorial Hospital, a Missouri corporation, in its Christian ministry of healing, teaching healing arts and care of the ill, and supporting improving and expanding the facilities and services of said hospital.
- (b) To aid in research and exploration in the detection, treatment, cure and prevention of diseases.
- (c) To accept gifts of money and other real and personal property of all types and nature for the furtherance of its purposes.
- (d) To perform all acts of the corporation in accordance with Christian principles and ideals and for the furtherance of the work of the Kingdom of God on this earth, to administer in the Name of Christ to the physically and mentally ill, and further to minister to their spiritual needs.

ARTICLE VI. Powers

The powers of this corporation shall consist of all those powers conferred upon such corporation by the statutes of the State of Missouri and the following powers are given by way of illustration and addition thereto and are not given as in any way being a limitation thereof:

- (a) All of the powers of this corporation shall be exercised by the Board of Trustees (or as designated or assigned by them) to be elected or appointed in the manner hereinafter set forth,

- who shall have control and management of the operations of this corporation;
- (b) The power and right to incur indebtedness, to borrow money, to issue notes, bonds or other obligations for value received by the corporation, and to secure the same by pledge or mortgage of the property of the corporation;
 - (c) The power to take, to receive, to purchase, to hold, to alienate, to mortgage and to convey real and personal property;
 - (d) The power to receive, accept and retain devises, legacies, gifts and endowments, to accept any trust the purposes whereof are within the objects of the corporation, and may receive and take by deed, bequest or devise in its corporate capacity, any property, real, or personal for the use and purposes of such trust, and execute the trust so created;
 - (e) The power to invest and re-invest its money, and to sell, let and lease its property for the purpose of the proper exercise of its powers herein granted.
 - (f) To have full authority to do all things necessary to put into execution the purposes and objects for which this corporation is created.

ARTICLE VII. Government

- (a) The corporation shall be governed by the Board of Trustees the number of which shall be set out in the By-Laws of this corporation hereafter adopted and as amended from time to time,
- (b) The Trustees shall serve for terms of three (3) years and may succeed themselves.
- (c) The officers of the corporation and officers of the Board of Trustees shall be synonymous and shall be elected by the Trustees from its membership at the first meeting of the Board of Trustees held after the election of new trustees each year. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as the Trustees deem advisable.
- (d) The powers and duties of the officers and all other matters.

relating to the government of this corporation and to meetings and committees and their functions not set out in these articles shall be prescribed by and set out in the By-laws to be hereafter adopted by the Trustees.

- (e) All Trustees shall be appointed and elected by the Board of Trustees of Baptist Memorial Hospital, a Missouri corporation, Kansas City, Missouri, and may be removed by said body without cause.

ARTICLE VIII. Advisory Committee

The Board of Trustees may select an advisory committee, using any name therefor which the Board may select, to advise with the Board; the number, duties, qualification of members, method of their selection and length of service of the members to be as provided in the By-Laws of the corporation. Also, other committees and auxiliaries may be established at the discretion of the Board of Trustees to assist in carrying out the functions and objects of the corporation.

ARTICLE IX. Executive Committee

The Board of Trustees of this corporation is authorized to elect an Executive Committee from its membership. This committee shall be vested with the authority to manage and control the affairs of the corporation in the interim between meetings of the Board of Trustees and may be limited or vested with such other power as the Board of Trustees may deem proper to confer upon it from time to time, except that any powers vested in such committee shall continue until revoked or withdrawn by specific action by the Board of Trustees unless such power or powers were otherwise limited in time when vested in said Committee.

ARTICLE X. Stock and Members

This corporation shall have no capital stock and its membership shall be limited to the duly elected members of the Board of Trustees. The resignation or death of any member of this corporation shall not entitle such member or his heirs to any share in or claim upon the property that may be owned by this corporation, nor shall any informalities or imperfections in these Articles of Incorporation render any member liable for the debts of the corporation, except to the extent of his unpaid donation or contribution. No member of the Board of

Trustees shall receive any payment of any nature for his services as a Trustee.

ARTICLE XI. Dissolution

This corporation may be dissolved at any time in accordance with the statutes of the State of Missouri governing "Not For Profit Corporations".

Upon dissolution of this corporation any assets and property, real, personal or mixed, or monies, then remaining after all debts and expenses have been paid, shall be distributed and conveyed to Baptist Memorial Hospital, a Missouri Corporation, Kansas City, Missouri, or its successor, provided said hospital shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and if said hospital does not so qualify, then the Board of Trustees shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

ARTICLE XII. INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a)

by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII. Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of two-thirds of those Trustees present at said meeting and provided that a copy of said proposed amendment or amendments is mailed to each member of the Board of Trustees at least ten (10) days prior to said meeting, and provided such change is approved by the Board of Trustees of said Baptist Memorial Hospital, a corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 15th day of January, 1974.

Alvin C. Singer
ALVIN C. SINGER
Wayne F. Caskey, Jr.
WAYNE F. CASKEY, JR.
C. Harold Mann
C. HAROLD MANN

V E R I F I C A T I O N

STATE OF MISSOURI)
COUNTY OF JACKSON) ss.

I, Catherine D. Davis, a Notary Public, do hereby certify that on the 15th day of January, 1974, Alvin C. Singer, Wayne F. Caskey, Jr. and C. Harold Mann personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day and year above written.

FILED AND CERTIFICATE
INCORPORATION NOTARY PUBLIC

My Commission expires:

JAN 31 1974

2-25-74

Catherine D. Davis
Catherine D. Davis
Notary Public